

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (JTD)

(Joint Administration Requested)

NOTICE OF ENTRY OF APPEARANCE AND DEMAND FOR NOTICES AND PAPERS

PLEASE TAKE NOTICE that Chipman Brown Cicero & Cole, LLP and Riemer & Braunstein LLP, hereby enter their appearance as counsel for and on behalf of Hilco Merchant Resources, LLC (“**Hilco**”), pursuant to section 1109(b) of 11 U.S.C. §§ 101-1532 (as amended and applicable hereto, the “**Bankruptcy Code**”) and Rule 9010(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) in the above-captioned bankruptcy cases (the “**Cases**”). Undersigned counsel further request, pursuant to Bankruptcy Rules 2002, 3017, and 9007 and sections 342 and

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), B. Riley Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home and Appliance Outlet, LLC ([•]), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing, LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

1109(b) of the Bankruptcy Code, that copies of all notices and pleadings given or filed in the Cases be given and served upon the undersigned as follows:

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PLEASE TAKE FURTHER NOTICE that this request for notice and service includes copies of all papers, including, but not limited to, reports, pleadings, motions, applications or petitions, schedules, plans, disclosure statements, and answering or reply papers filed in this case or any related adversary proceeding. Such service shall be by mailing one copy of each paper, unless otherwise directed by the Court, to the parties listed above.

PLEASE TAKE FURTHER NOTICE that neither this Notice of Appearance nor any former or later pleading, claim, or suit shall waive (1) the right of Hilco to have final orders in non-core matters entered only after *de novo* review by the United States District Court for the District of Delaware (the “**District Court**”), (2) the right of Hilco to trial by jury in any proceeding so triable in these cases or any case, controversy or proceeding related to these cases, (3) the right of Hilco to have the District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal, or (4) any other rights, claims, actions, defenses, set-offs, or recoupments to which Hilco is or may be entitled under agreements in law or in equity.

Dated: November 4, 2024
Wilmington, Delaware

CHIPMAN BROWN CICERO & COLE, LLP

/s/ Mark L. Desgrosseilliers

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